

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	
Debtors.)	Jointly Administered
)	

**VERIFIED STATEMENT OF WILLKIE FARR & GALLAGHER
PURSUANT TO BANKRUPTCY RULE 2019**

Marc Abrams, on behalf of Willkie Farr & Gallagher (“WF&G”), as attorneys for D.K. Acquisition Partners, L.P., Bear, Stearns & Co. Inc., Fernwood Associates, L.P. and Deutsche Bank Trust Company Americas (collectively, the “Unofficial Committee”), makes the following statement pursuant to Bankruptcy Rule 2019:

1. WF&G is counsel for the Unofficial Committee in the above-captioned cases. The principal executive offices for each of the members of the Unofficial Committee is as follows:

- a. D.K. Acquisition Partners, L.P. is located at 885 Third Avenue, Suite 3300, New York, NY 10022.
- b. Bear, Stearns & Co. Inc. is located at 383 Madison Avenue, New York, NY 10179.
- c. Fernwood Associates, L.P. is located at 667 Madison Avenue, New York, NY 10021.
- d. Deutsche Bank Trust Company Americas is located at 60 Wall Street, New York, NY 10005.

2. Each member of the Unofficial Committee is a creditor in these chapter 11 cases, holding claims against the above-captioned debtors and debtors in possession (the “Debtors”) arising under: (i) a certain \$250 million credit facility, entered into as of May 14, 1998 (the “1998 Credit Facility”); and/or (ii) a certain \$250 million revolving credit facility

dated as of May 5, 1999 (the “1999 Credit Facility” and, together with the 1998 Credit Facility, the “Credit Facilities”). The claims held by the members of the Unofficial Committee related to the Credit Facilities were acquired prior to and since the commencement of these cases. As of July 31, 2003, the fixed, liquidated aggregate claim of the members of the Unofficial Committee against the Debtors, exclusive of accrued and accruing post-petition date interest, was estimated to be not less than \$150 million. This estimate includes outstanding principal as well as estimated prepetition interest and facility fees.

3. The following are the facts and circumstances in connection with WF&G’s employment by the members of the Unofficial Committee in these cases. As holders of claims against the Debtors arising under the Credit Facilities, the entities referenced herein have determined to form the Unofficial Committee to represent the interests of its members in these bankruptcy cases. WF&G has been retained to represent the Unofficial Committee. To the extent that WF&G expands the scope of its representation, WF&G will supplement this statement in order to provide the Court, the Debtors and other parties in interest with updated information.

4. Upon information and belief, WF&G does not possess any claims against or interests in the Debtors.¹

Dated: August 14, 2003

WILLKIE FARR & GALLAGHER
Counsel for the Unofficial Committee

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¹ Members and associates of WF&G, in their individual capacities, may hold claims and/or equity interests in the Debtors.